

IN RE:

THE GREAT PLATTE RIVER ROAD MEMORIAL
FOUNDATION

CASE NO. BK 13-40411 TLS

CHAPTER 11

DEBTOR

AFFIDAVIT OF SERVICE AND TABULATION
CLASS 1 - BOND CLAIMS

CITY OF KEARNEY, NEBRASKA
INDUSTRIAL DEVELOPMENT REVENUE BONDS
(THE GREAT PLATTE RIVER ROAD MEMORIAL FOUNDATION PROJECT) SERIES 2003
CUSIP NUMBER: 487002AR8
(collectively, the "Bonds")

The undersigned, Robert Stevens, President of Globic Advisors, Inc., ("Globic"), the Balloting Agent, having personal knowledge of the facts set forth herein and being competent to testify, states as follows:

1. On or before August 7, 2013, Globic caused a Solicitation Package, as defined hereinbelow, to be transmitted by overnight courier, hand delivery or electronic mail, to all banks, brokers or other nominees identified by Globic as an entity through which holders of the Bonds as of the voting record date of July 25, 2013.

2. The Solicitation Package consisted of the following documents:
- a. Disclosure Statement and Plan of Reorganization;
 - b. Notice of Plan Deadlines and Confirmation Hearings;
 - c. Notice Setting Objection Deadline and Courtroom Telephonic Confirmation Hearing;
 - d. Solicitation Letter to Creditors from Foundation President;
 - e. Notice from Trustee, Wells Fargo Bank, N.A.;
 - f. Class 1: Beneficial Holder Ballot; and
 - g. Class 1: Master Ballot.

3. Wells Fargo Bank, N.A., as the Bond Trustee, confirmed that all Bonds are registered in the name of Cede & Co., as securities depository for The Depository Trust Company ("DTC") with possession of the global certificate, as of the Voting Record Date.

4. On August 5, 2013, Globic provided a copy of the Solicitation Package to DTC for delivery by DTC to participant banks holding Bonds as custodian for the beneficial owners of the Bonds.

5. In addition, on or before August 7, 2013, Globic provided electronic and/or physical copies to the participant banks identified by DTC for delivery to the beneficial holders/owners of the Bonds.

6. DTC provided their Omnibus Consent of Cede & Co., whereby DTC assigned its voting authority (by virtue of being the registered holder of the Bonds as of the Record Date) to each of the DTC Participants in proportion to such DTC Participant's securities holdings as of the voting record date, see Exhibit 3.

7. Class 1 Bondholders were asked to cast their vote to accept or reject the Plan of Reorganization.

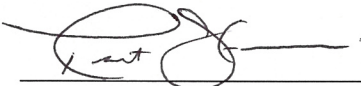
8. Based on the instructions conveyed by the underlying Class 1 Bondholders, the DTC Participants tabulated the votes received from their clients with respect to the Plan of Reorganization, and submitted to Globic a summary of these votes via the Class 1 Master Ballot.

9. On the deadline of the consent solicitation, September 9, 2013, the Balloting Agent received Class 1 Master Ballots aggregating to a total of \$13,802,330 (69.01%) of the outstanding of Bonds on behalf of twenty-four (24) Class 1 Beneficial Bondholder voting to accept the Plan of Reorganization, and Class 1 Master Ballots aggregating to a total of \$42,737 (.21%) of the outstanding of Bonds on behalf of three (3) Class 1 Beneficial Bondholder voting to reject the Plan of Reorganization.

10. The information from the Class 1 Master Ballots is summarized and the results recorded as Exhibit 1. Copies of each Master Ballot are attached as Exhibit 2.

I AFFIRM UNDER THE PENALTIES FOR PERJURY THAT THE FOREGOING STATEMENTS ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.

Dated: September 9, 2013



Robert Stevens
President, Globic Advisors, Inc.

EXHIBIT 1

City of Kearney, Nebraska (The Great Platte River Road Memorial Foundation Project), Series 2003 CUSIP: 487002AR8		
CLASS 1	TOTAL PAR AMOUNT OUTSTANDING	\$20,000,000
CLASS 1	TOTAL PAR AMOUNT OUTSTANDING VOTING	\$13,802,330
CLASS 1	TOTAL NUMBER OF HOLDERS VOTING	24
CLASS 1	TOTAL PERCENTAGE OF OUTSTANDING VOTING	69.01%
CLASS 1	TOTAL PAR AMOUNT VOTING TO ACCEPT THE PLAN	\$13,759,593
CLASS 1	TOTAL NUMBER OF HOLDERS VOTING TO ACCEPT THE PLAN	21
CLASS 1	TOTAL PERCENTAGE OF THE <u>OUTSTANDING</u> VOTING TO ACCEPT THE PLAN	68.80%
CLASS 1	TOTAL PERCENTAGE OF THE <u>VOTING POPULATION</u> VOTING TO ACCEPT THE PLAN	99.69%
CLASS 1	TOTAL PAR AMOUNT VOTING TO REJECT THE PLAN	\$ 42,737
CLASS 1	TOTAL NUMBER OF HOLDERS VOTING TO REJECT THE PLAN	3
CLASS 1	TOTAL PERCENTAGE OF THE <u>OUTSTANDING</u> VOTING TO REJECT THE PLAN	0.21%
CLASS 1	TOTAL PERCENTAGE OF THE <u>VOTING POPULATION</u> VOTING TO REJECT THE PLAN	0.31%

EXHIBIT 2
DETAIL

CUSIP	DTC	FIRM	AMOUNT	# Voting to FOR the Plan	Par Amount Voting to FOR the Plan	# Voting to AGAINST the Plan	Par Amount Voting AGAINST the Plan
487002AR8	15	MSSB	\$ 838,830	7	\$ 31,653	0	\$ -
487002AR8	57	JONES ED	\$ 12,662	0	\$ -	0	\$ -
487002AR8	75	LPL FIN CO	\$ 3,166	0	\$ -	0	\$ -
487002AR8	141	FRST CLEAR	\$ 212,109	2	\$ 12,664	1	\$ 1,582
487002AR8	158	APEX CLEAR	\$ 234,271	0	\$ -	0	\$ -
487002AR8	164	CHS SCHWAB	\$ 20,579	0	\$ -	0	\$ -
487002AR8	188	TD AMERITR	\$ 18,994	1	\$ 3,165	0	\$ -
487002AR8	221	UBS FINAN	\$ 34,826	1	\$ 15,831	0	\$ -
487002AR8	226	NFS LLC	\$ 53,541	0	\$ -	1	\$ 9,497
487002AR8	235	RBCCAPMKTS	\$ 2,729,080	1	\$ 9,496	0	\$ -
487002AR8	279	SOUTHWEST	\$ 11,080	0	\$ -	0	\$ -
487002AR8	352	JPMC CLEAR	\$ 52,235	1	\$ 31,658	0	\$ -
487002AR8	374	JMS LLC	\$ 2	0	\$ -	0	\$ -
487002AR8	418	CITIGROUP	\$ 11,273,862	2	\$ 11,273,862	0	\$ -
487002AR8	443	PERSHING	\$ 235,061	0	\$ -	0	\$ -
487002AR8	701	PRIMEVEST	\$ 1,589	1	\$ 1,589	0	\$ -
487002AR8	702	BB&T SEC	\$ 15,829	0	\$ -	0	\$ -
487002AR8	705	SCOTTRADE	\$ 3,165	1	\$ 3,165	0	\$ -
487002AR8	756	AEIS INC.	\$ 31,658	0	\$ -	0	\$ -
487002AR8	771	BLAIR LLC	\$ 6,331	0	\$ -	0	\$ -
487002AR8	902	JPMCBNA	\$ 79,147	0	\$ -	0	\$ -
487002AR8	992	BMO/TRUST	\$ 31,659	0	\$ -	0	\$ -
487002AR8	997	SSB&T CO.	\$ 3,957,333	2	\$ 2,374,400	0	\$ -
487002AR8	2669	NRTHRN TR	\$ 31,658	0	\$ -	1	\$ 31,658
487002AR8	5198	ML SFKPG	\$ 111,333	2	\$ 2,110	0	\$ -
		TOTAL	\$ 20,000,000	21	\$ 13,759,593	3	\$ 42,737

EXHIBIT 2

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEBRASKA

IN RE:

THE GREAT PLATTE RIVER ROAD MEMORIAL
FOUNDATION

CASE NO. BK 13-40411 TLS

CHAPTER 11

DEBTOR

CLASS 1: MASTER BALLOT
FOR ACCEPTING OR REJECTING THE DEBTOR'S PLAN OF REORGANIZATION DATED
JULY 25, 2013

CITY OF KEARNEY, NEBRASKA
INDUSTRIAL DEVELOPMENT REVENUE BONDS
(THE GREAT PLATTE RIVER ROAD MEMORIAL FOUNDATION PROJECT) SERIES 2003
CUSIP NUMBER: 487002AR8
(collectively, the "Bonds")

VOTING RECORD DATE: July 25, 2013
VOTING DEADLINE DATE: 5:00 p.m. EST on September 9, 2013

INSTRUCTIONS: DTC Participants holding the above-referenced Bonds through DTC should complete this Master Ballot on their own behalf or on behalf of the persons for whom they hold the Bonds, and return this Master Ballot to Globic Advisors as directed below, before the Voting Deadline Date. **Beneficial Holders** of Bonds held through a brokerage firm, trust company or other nominee should not use this Master Ballot. Such beneficial owners should contact their Bank/Broker or the Solicitation Agent, Globic Advisors, for the appropriate Beneficial Holder Ballot.

FOR ASSISTANCE in completing this form or for additional materials, please contact Robert Stevens of Globic Advisors, 1-212-227-9699.

STEP 1: VOTE

Please complete the following summary schedule for each separate CUSIP that you act as custodian. Additional schedules may be attached as necessary.

CUSIP: **487002AR8**

Votes FOR the Plan		Votes AGAINST the Plan	
Number of Owners	Par Amount	Number of Owners	Par Amount
1	\$ 15,829		\$

STEP 3: EXECUTION BY AUTHORIZED SIGNATORY

By signing below, the nominee hereby certifies that (i) the summary is a true and accurate schedule of the beneficial owners of the securities who have delivered a Class 1 Beneficial Holder Ballot to the undersigned nominee and (ii) the undersigned nominee is the holder, through a position held at a securities depository, or in Street Name, of the Securities set forth above.

Date Submitted: 8/30, 2013

Participant No. 418

Print Name of Company: Citi Group Global Markets

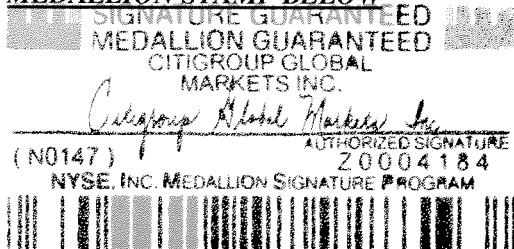
Authorized Employee Contact (Print Name): Sherryl Nash-Cook

Title: Vice President Tel. No.: 212-816-9468

E-Mail: rosemary.yodice@citi.com

Signature: X Sherryl Nash-Cook

MEDALLION STAMP BELOW



STEP 4. DELIVERY OF MASTER BALLOT

Please deliver the Master Ballot via both facsimile/e-mail transmission and U.S. mail to the following address by 5:00pm EST on September 9, 2013:

Globic Advisors
Attn: Robert Stevens

One Liberty Plaza, 23rd Floor
New York, New York 10006

Telephone: (212) 227-9699, Facsimile: (212) 271-3252 E-mail: rstevens@globic.com

*[Copies of this and other documents
should be retained for your files]*

DELIVERY OF THIS MASTER BALLOT OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEBRASKA

IN RE:

THE GREAT PLATTE RIVER ROAD MEMORIAL
FOUNDATION

CASE NO. BK 13-40411 TLS

CHAPTER 11

DEBTOR

CLASS 1: MASTER BALLOT
FOR ACCEPTING OR REJECTING THE DEBTOR'S PLAN OF REORGANIZATION DATED
JULY 25, 2013CITY OF KEARNEY, NEBRASKA
INDUSTRIAL DEVELOPMENT REVENUE BONDS
(THE GREAT PLATTE RIVER ROAD MEMORIAL FOUNDATION PROJECT) SERIES 2003
CUSIP NUMBER: 487002AR8
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FOR ASSISTANCE in completing this form or for additional materials, please contact Robert Stevens of Globic Advisors, 1-212-227-9699.

STEP 1: VOTE

Please complete the following summary schedule for each separate CUSIP that you act as custodian. Additional schedules may be attached as necessary.

CUSIP: **487002AR8**

Votes FOR the Plan		Votes AGAINST the Plan	
Number of Owners	Par Amount	Number of Owners	Par Amount
11258033	\$ 11258033		\$

STEP 3: EXECUTION BY AUTHORIZED SIGNATORY

By signing below, the nominee hereby certifies that (i) the summary is a true and accurate schedule of the beneficial owners of the securities who have delivered a Class 1 Beneficial Holder Ballot to the undersigned nominee and (ii) the undersigned nominee is the holder, through a position held at a securities depository, or in Street Name, of the Securities set forth above.

Date Submitted: 9/9, 2013

Participant No. 418

Print Name of Company: CITIGROUP GLOBAL M&A INC

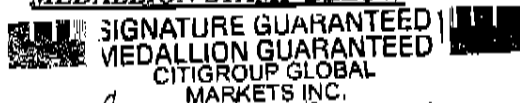
Authorized Employee Contact (Print Name): Gus Segnini

Title: SR Vice President Tel. No.: 212-816-3068

E-Mail: Gus.Segnini@Citi.com

Signature: X [Signature]

GUS SEGNINI, VP
CITI REORGANIZATION DEPT
111 WALL STREET / 8TH FLOOR
NEW YORK, NY 10005
TEL: (212) 657-0102

MEDALLION STAMP BELOW

Citigroup Global Markets Inc.
AUTHORIZED SIGNATURE
(N0160) 20004184
NYSE, INC. MEDALLION SIGNATURE PROGRAM

**STEP 4: DELIVERY OF MASTER BALLOT**

Please deliver the Master Ballot via both facsimile/e-mail transmission and U.S. mail to the following address by 5:00pm EST on September 9, 2013:

Globic Advisors

Attn: Robert Stevens

One Liberty Plaza, 23rd Floor

New York, New York 10006

Telephone: (212) 227-9699, Facsimile: (212) 271-3252 E-mail: rstevens@globic.com

[Copies of this and other documents
should be retained for your files]

DELIVERY OF THIS MASTER BALLOT OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY.

DTC 997
487002AR8

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEBRASKA

IN RE:

THE GREAT PLATTE RIVER ROAD MEMORIAL
FOUNDATION

CASE NO. BK 13-40411 TLS

CHAPTER 11

DEBTOR

CLASS 1: MASTER BALLOT
FOR ACCEPTING OR REJECTING THE DEBTOR'S PLAN OF REORGANIZATION DATED
JULY 25, 2013

CITY OF KEARNEY, NEBRASKA
INDUSTRIAL DEVELOPMENT REVENUE BONDS
(THE GREAT PLATTE RIVER ROAD MEMORIAL FOUNDATION PROJECT) SERIES 2003
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(collectively, the "Bonds")

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STEP 1: VOTE

Please complete the following summary schedule for each separate CUSIP that you act as custodian. Additional schedules may be attached as necessary.

CUSIP: 487002AR8

Votes FOR the Plan		Votes AGAINST the Plan	
Number of Owners	Par Amount	Number of Owners	Par Amount
2	\$ 2,374,400		\$

STEP 3: EXECUTION BY AUTHORIZED SIGNATORY

By signing below, the nominee hereby certifies that (i) the summary is a true and accurate schedule of the beneficial owners of the securities who have delivered a Class 1 Beneficial Holder Ballot to the undersigned nominee and (ii) the undersigned nominee is the holder, through a position held at a securities depository, or in Street Name, of the Securities set forth above.

Date Submitted: SEPTEMBER 5, 2013

Participant No. 997

Print Name of Company: STATE STREET BANK & TRUST CO.

Authorized Employee Contact (Print Name): _____

Title: _____ Tel. No.: _____

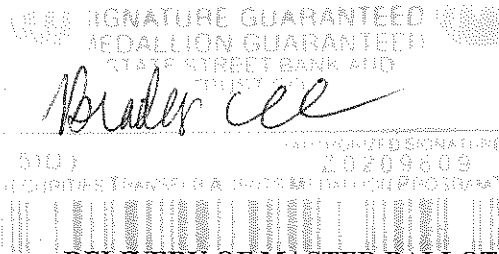
E-Mail: NAARBUTHNOT@STATESTREET.COM

Signature: X _____

Locker + Co. by State Street
Bank & Trust Co., a Partner by
John Ashby, Jr.

John Ashby, Jr. + Co. by State Street
Bank & Trust Co., a Partner by

MEDALLION STAMP BELOW



STEP 4. DELIVERY OF MASTER BALLOT

Please deliver the Master Ballot via both facsimile/e-mail transmission and U.S. mail to the following address by 5:00pm EST on September 9, 2013:

Globic Advisors
Attn: Robert Stevens
One Liberty Plaza, 23rd Floor
New York, New York 10006
Telephone: (212) 227-9699, Facsimile: (212) 271-3252 E-mail: rstevens@globic.com

*[Copies of this and other documents
should be retained for your files]*

DELIVERY OF THIS MASTER BALLOT OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEBRASKA

IN RE:

THE GREAT PLATTE RIVER ROAD MEMORIAL
FOUNDATION

CASE NO. BK 13-40411 TLS

CHAPTER 11

DEBTOR

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STEP 1: VOTE

Please complete the following summary schedule for each separate CUSIP that you act as custodian. Additional schedules may be attached as necessary.

CUSIP: 487002AR8

Votes FOR the Plan		Votes AGAINST the Plan	
Number of Owners	Par Amount	Number of Owners	Par Amount
	\$	1	\$ 31,658

STEP 3: EXECUTION BY AUTHORIZED SIGNATORY

By signing below, the nominee hereby certifies that (i) the summary is a true and accurate schedule of the beneficial owners of the securities who have delivered a Class 1 Beneficial Holder Ballot to the undersigned nominee and (ii) the undersigned nominee is the holder, through a position held at a securities depository, or in Street Name, of the Securities set forth above.

Date Submitted: 9/6, 2013

Participant No. 2669

Print Name of Company: The Northern Trust Company

Authorized Employee Contact (Print Name): MARK PARTILO

Title: OFFICIAL Tel. No.: 630-663-6126

E-Mail: MP44@NTRS.COM

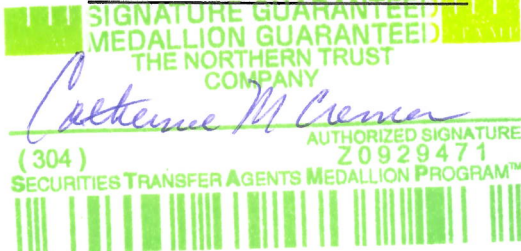
Signature: X

THE NORTHERN TRUST COMPANY

Mark Partilo

Trust Officer
AS AGENT

MEDALLION STAMP BELOW



**The Northern Trust Company
Attn: Reorganizations Dept., C1N
801 South Canal
CHICAGO, IL. 60607**

STEP 4. DELIVERY OF MASTER BALLOT

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Attn: Robert Stevens
One Liberty Plaza, 23rd Floor
New York, New York 10006
Telephone: (212) 227-9699, Facsimile: (212) 271-3252 E-mail: rstevens@globic.com

*[Copies of this and other documents
should be retained for your files]*

**DELIVERY OF THIS MASTER BALLOT OTHER THAN AS SET FORTH ABOVE WILL NOT
CONSTITUTE A VALID DELIVERY.**

Document Page 15 of 33
**THIS PROXY HEREBY REVOKES
 ALL PRIOR PROXIES**

UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEBRASKA

IN RE:

THE GREAT PLATTE RIVER ROAD MEMORIAL
 FOUNDATION

CASE NO. BK 13-40411 TLS

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STEP 1: VOTE

Please complete the following summary schedule for each separate CUSIP that you act as custodian. Additional schedules may be attached as necessary.

CUSIP: 487002AR8

Votes FOR the Plan		Votes AGAINST the Plan	
Number of Owners	Par Amount	Number of Owners	Par Amount
SEE ATTACHED	\$ SEE ATTACHED	SEE ATTACHED	\$ SEE ATTACHED

**THIS PROXY HEREBY REVOKES
ALL PRIOR PROXIES**

STEP 3: EXECUTION BY AUTHORIZED SIGNATORY

By signing below, the nominee hereby certifies that (i) the summary is a true and accurate schedule of the beneficial owners of the securities who have delivered a Class 1 Beneficial Holder Ballot to the undersigned nominee and (ii) the undersigned nominee is the holder, through a position held at a securities depository, or in Street Name, of the Securities set forth above.

Date Submitted: **SEP 09 2013**, 2013

Participant No. **SEE ATTACHED**

Print Name of Company: **SEE ATTACHED**

Authorized Employee Contact (Print Name): _____

Title: _____ Tel. No.: _____

E-Mail: _____

Signature: X 
Richard J. Daly
Attorney-in-Fact

MEDALLION STAMP BELOW

This proxy is issued to Powers of Attorney executed by each listed Brokerage Firm or Nominee which are in full force and effect as of the date hereof. The Powers of Attorney are on file with the Offices of Broadridge Financial Solutions, Inc.

STEP 4. DELIVERY OF MASTER BALLOT

Please deliver the Master Ballot via both facsimile/e-mail transmission and U.S. mail to the following address by 5:00pm EST on September 9, 2013:

Globic Advisors
Attn: Robert Stevens
One Liberty Plaza, 23rd Floor
New York, New York 10006
Telephone: (212) 227-9699, Facsimile: (212) 271-3252 E-mail: rstevens@globic.com

*[Copies of this and other documents
should be retained for your files]*

DELIVERY OF THIS MASTER BALLOT OTHER THAN AS SET FORTH ABOVE WILL NOT CONSTITUTE A VALID DELIVERY.

RECORD DATE: 08/01/13
TRUE RECORD DATE: 07/25/13

VOTE SUMMARY LISTING (VOTED)
NAME AND ADDRESS REPORT

RUN DATE: 09/09/13
MEETING DATE: 09/09/13

PAGE 1

CLI# 015 CUSIP: 467002AR8 ISSUER NAME: CITY OF KEARNEY NEBRASKA INDUSTRIAL DEVELOPMENT NAME: MORGAN STANLEY

ACCOUNT	CTL NO.	REGISTRATION	BATCH NO/SEQ	POSITION	VOTE DATE	TYP	ST	LOAD	MAIL	FUL	
								1	PREF	PREF	FLG
00000000202214551 PROPS F	341969423759		VMM0234708 002		3165 08/22/13					N	
00000000309117116 PROPS F	341969428204		VMM0234708 003		3165 08/22/13					N	
00000000361046633 PROPS F	341969431728		VMM0241710 002		1582 08/29/13					N	
00000000361106354 PROPS F	341969432851		VMM0239708 001		9497 08/27/13					N	
00000000361108363 PROPS F	341969434017		VMM0247717 001		1582 09/04/13					N	
00000000541106162 PROPS F	341969442086		VMM0238708 003		4748 08/26/13					N	
00000000802109296 PROPS F	341969451188		VMM0242709 001		7914 08/30/13					N	
		1) *									
		FOR 31653									
		AGN 0									
		ABS 0									
		1) *									
		FOR 7									
		AGN 0									
		ABS 0									
CLIENT# 015	TOTAL** REC. POSITION:	838830;	VOTED SHARES:	31653;	UNVOTED SHARES:	807177;					
	LEGAL PROXY:	0;	TOTAL ITEMS:	7							

RECORD DATE: 08/01/13
TRUE RECORD DATE: 07/25/13

VOTE SUMMARY LISTING (VOTED)
NAME AND ADDRESS REPORT

RUN DATE: 09/09/13
MEETING DATE: 09/09/13

PAGE 2

CLI# 141 CUSIP: 487002AR6 ISSUER NAME: CITY OF KEARNEY NEBRASKA INDUSTRIAL DEVELOPMENT NAME: FIRST CLEARING, LLC

ACCOUNT	CTL NO.	REGISTRATION	BATCH NO/SEQ	POSITION	VOTE DATE	TYP ST	LOAD MAIL	FUL
0000020248619 1FD01 341991324405 PROPS N	1	2	3	4	5	6	7	8
0000058484183 1WF01 341991333507 PROPS F	1	2	3	4	5	6	7	8
0000059453411 1WF01 341991334630 PROPS F	1	2	3	4	5	6	7	8

1) *
FOR 12664
AGN 1582
ABS 0

1) *
FOR 2
AGN 1
ABS 0

CLIENT# 141 TOTAL** REC. POSITION: 0; 220023; VOTED SHARES: 14246; UNVOTED SHARES: 205777;
LEGAL PROXY: 0; TOTAL ITEMS: 3

109223;

CLIENT# 166	TOTAL** REC.	1899%	VOTED SHARES:	3165;	UNVOTED SHARES:	15829;
	LEGAL PROXY:	0;	TOTAL ITEMS:	1		

CLIENT# 221	TOTAL** REC.	POSITION:	34826;	VOTED SHARES:	15831;	UNVOTED SHARES:	18995;
LEGAL PROXY:	0;			TOTAL ITEMS:	1		

2

2719584;

1

CLIENT# 808	TOTAL** REC. POSITION:	37712;	VOTED SHARES:	9497;	UNVOTED SHARES:	28215;
LEGAL. PROXY:	0;	TOTAL ITEMS:	1			

75973570	163734138804	VMM0242717	001	3165	08/30/13	N
PROPS F						

CLIENT# 897	TOTAL** REC.	3165;	VOTED SHARES:	3165;	UNVOTED SHARES:	0;
LEGAL. PROXY:	0;	TOTAL ITEMS:	1			

CUSIP # 487002AR8	TOTAL** REC.	8857521	VOTED SHARES:	122410	UNVOTED SHARES:	8735111
JOB# Z61357	LEGAL PROXY:	0	TOTAL ITEMS:	19		

BRXMAZZZ - BRX550

VOTING ITEM TOTAL BREAKDOWN (VOTED)

09/09/13

CL#	CLIENT NAME	ISSUER NAME	CUSIP	ITEMS	SHARES
015	MORGAN STANLEY	CITY OF KEARNEY NEBRASKA INDUSTRIAL DEV	487002AR8	7	31,653
141	FIRST CLEARING, LLC	CITY OF KEARNEY NEBRASKA INDUSTRIAL DEV	487002AR8	3	14,246
161	MERRILL LYNCH	CITY OF KEARNEY NEBRASKA INDUSTRIAL DEV	487002AR8	2	2,110
188	TD AMERITRADE CLEARING, INC	CITY OF KEARNEY NEBRASKA INDUSTRIAL DEV	487002AR8	1	3,165
221	UBS FINANCIAL SERVICES, INC.	CITY OF KEARNEY NEBRASKA INDUSTRIAL DEV	487002AR8	1	15,851
235	RBC CAPITAL MARKETS LLC	CITY OF KEARNEY NEBRASKA INDUSTRIAL DEV	487002AR8	1	9,496
352	J.P. MORGAN CLEARING CORPORATION	CITY OF KEARNEY NEBRASKA INDUSTRIAL DEV	487002AR8	1	31,658
701	CETERA INVESTMENT SERVICES LLC	CITY OF KEARNEY NEBRASKA INDUSTRIAL DEV	487002AR8	1	1,589
808	NATIONAL FINANCIAL SERVICES LLC	CITY OF KEARNEY NEBRASKA INDUSTRIAL DEV	487002AR8	1	9,497
897	SCOTTRADE INC	CITY OF KEARNEY NEBRASKA INDUSTRIAL DEV	487002AR8	1	3,165

JOB#: 261357 TOTALS: 19 122,610

EXHIBIT 3



**The Depository Trust &
Clearing Corporation**

55 Water Street
New York, NY 10041-0099

August 15, 2013

BAIRD HOLM LLP
1500 WOODMEN TOWER
OMAHA, NE 68102- 2068
402-344-0500
Attn.: Randy Wright

RE: Great Platte River Road Memorial Foundation

Cusip	Description
487002AR8	Great Platte River Road Memorial Foundation, Series 2003

Dear Mr. Wright,

Enclosed, you will find a letter (Proxy) endorsed by a partner of Cede & Co., the nominee name of The Depository Trust Company, assigning its voting rights to the named Participants' of The Depository Trust Company or their designees in the above referenced matter. I have also enclosed a Security Position Report, listing the names of the Participants of The Depository Trust Company who are entitled to vote on the Plan of Reorganization.

I would further request that DTC continue to be informed concerning the ongoing status of the case so that we can communicate this information to our Participants. This information should be sent to my attention at the address indicated above.

Should you have any questions or if I can be of further assistance in this matter, please contact me at (212) 855-5251.

Very truly yours,

A handwritten signature in black ink that reads "Robert Giordano".

Robert Giordano
Lead Specialist

The Depository Trust Company
National Securities Clearing Corporation
Fixed Income Clearing Corporation
DTCC Deriv/SERV LLC
DTCC Solutions LLC
European Central Counterparty Ltd.
DTCC Loan/SERV LLC

DTCC RESTRICTED



**The Depository Trust &
Clearing Corporation**
55 Water Street
New York, NY 10041-0099

August 15, 2013

BAIRD HOLM LLP
1500 WOODMEN TOWER
OMAHA, NE 68102-2068
402-344-0500
Attn.: Randy Wright

RE: Great Platte River Road Memorial Foundation

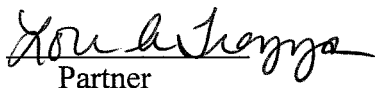
Cusip	Description
487002AR8	Great Platte River Road Memorial Foundation, Series 2003

Dear Mr. Wright,

Attached hereto is a security position listing, for Great Platte River Road Memorial Foundation for securities on deposit with The Depository Trust Company ("DTC") as of the close of business on July 25, 2013.

In connection with the Plan of Reorganization, Cede & Co., DTC's nominee, hereby authorizes each of the DTC Participants identified on the attached security position listing to vote and execute ballots, or to grant the authority to vote, and execute ballots, with respect to the number of securities specified opposite the Participant's name.

Very truly yours,
Cede & Co.

By 
Partner

*The Depository Trust Company
National Securities Clearing Corporation
Fixed Income Clearing Corporation
DTCC Deriv/SERV LLC
DTCC Solutions LLC
European Central Counterparty Ltd.
DTCC Loan/SERV LLC*

DTCC RESTRICTED

FUNDAMENTAL: REDEFINITION

PARTICIPANT POSITIONS REPORT

CUSIP AND SECURITY DESCRIPTION: 487002-AR-8 - KEARNEY IND DEV RV NE POSITIONS AS OF: 7/25/13 08-07-03 0.000% 12 BE

0015 - MSSB	838,830
0057 - JONES E D	12,662
0075 - LPL FIN CO	3,166
0141 - FRST CLEAR	212,109
0158 - APEX CLEAR	234,271
0164 - CHS SCHWAB	20,579
0188 - TD AMERITR	18,994
0221 - UBS FINAN	34,826
0226 - NFS LLC	53,541
0235 - RBCCAPMKT	2,729,080
0279 - SOUTHWEST	11,080
0352 - JPMC CLEAR	52,235
0374 - JMS LLC	2
0418 - CITIGROUP	11,273,862
0443 - PERSHING	235,061
0701 - PRIMEVEST	1,589
0702 - BB&T SEC	15,829
0705 - SCOTTRADE	3,165
0756 - AEIS INC.	31,658
0771 - BLAIR LLC	6,331
0902 - JPMCBNA	79,147
0992 - BMO/TRUST	31,659
0997 - SSB&T CO	3,957,333
2669 - NRTHRN TR	31,658
----	----
TOTAL	----

DATE: 8/13/13
TIME: 13:39:24

DEPOSITORY TRUST COMPANY
AUTOMATED CALL LOTTERY SYSTEM
PARTICIPANT POSITION REPORT

PAGE: 2
PROGRAM: REDRPT11

CUSIP AND SECURITY DESCRIPTION: 487002-AR-8 - KEARNEY IND DEV RV NE D08-07-03 0.000% 12 BE (CONTINUED)
POSITIONS AS OF: 7/25/13

----- TOTAL -----

5198 - ML SFKPG

111,333

20,000,000

TOTAL:

25

20,000,000